

453651

GRADY H. WILLIAMS, JR.
ATTORNEY AT LAW
1279 KINGSLEY AVENUE
SUITE 117
ORANGE PARK, FLORIDA 32073
(904) 264-0441

MASTER OF LAWS
IN TAXATION
ADMITTED TO PRACTICE
IN FLORIDA & TEXAS

MAILING ADDRESS:
POST OFFICE BOX 1542
ZIP: 32067-1542
FACSIMILE:
(904) 269-1115

April 25, 1997

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

700002157267--5
-04/28/97--01144--002
*****70.00 *****70.00

Re: Filing of Amended and Restated Articles of Incorporation
and Designation of Registered Agent for Florida Bandag,
Inc. [Florida Department of State Document No. 453651]

Greetings;

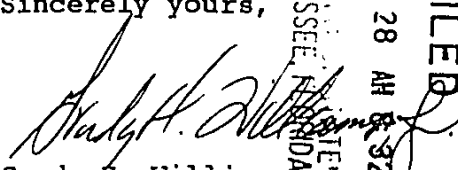
Enclosed is one original and one photocopy of the Amended and Restated Articles of Incorporation and Designation of Registered Agent for Florida Bandag, Inc., together with my trust account check for \$70.00 to cover the filing fee and the Designation of Registered Agent fee. Please take note that the purpose of filing these Amended and Restated Articles is to change the name of the corporation from Florida Bandag, Inc. to Davidson Ventures, Inc.

Please file the original Amended and Restated Articles of Incorporation for this Florida corporation and, if possible, return the duplicate "date stamped" copy to me in the enclosed return envelope. I am not requesting that a certified copy of the filed articles of incorporation be returned to me at this time.

Should you have any questions concerning this matter, please call me.

Thank you for your assistance.

SH 5/6
Sincerely yours,


Grady H. Williams, Jr.
Florida Bar No. 0887950

cc: Mr. Wilbur H. Davidson
Mrs. Joyce Davidson

FILED
97 APR 28 AM 6:32
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

AMENDED AND RESTATED

ARTICLES OF INCORPORATION

OF

FLORIDA BANDAG, INC.

[Florida Department of State Document No. 453651]

FILED
97 APR 28 AM 8:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. CORPORATE NAME.

The name of this corporation is Davidson Ventures, Inc.

ARTICLE II. PRINCIPAL OFFICE.

The principal office of this corporation will be physically located at 272 Fleming Drive, Green Cove Springs, Florida 32043, and the mailing address of this corporation will be P.O. Box 321, Orange Park, Florida 32067-0321.

ARTICLE III. DURATION.

The original articles for the corporation were filed on May 20, 1974, with the Florida Department of State, Division of Corporations. The corporation was assigned document number 453651. This corporation shall exist perpetually.

ARTICLE IV. PURPOSE.

This corporation is organized to transact any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act, Chapter 607, Florida Statutes (1993), as amended, or any successor statute thereto (hereinafter, the "Act").

ARTICLE V. CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 750 and shall consist of one class only. The par value of each share of stock issued shall be \$20.00.

ARTICLE VI. REGISTERED AGENT AND OFFICE.

The name of the registered agent for the corporation is Grady H. Williams, Jr., Esq., and the street address of the registered office for the named registered agent is 1279 Kingsley Avenue, Suite 117, Orange Park, Florida 32073.

ARTICLE VII. MANAGEMENT OF CORPORATE AFFAIRS

Section 1. Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a board of directors, consisting of not less than one (1) or more than three (3) persons. The number of directors of this corporation and their manner of election shall be as designated in the bylaws of this corporation.

Section 2. Current Board. The names and addresses of the current members of the board of directors are as follows:

| <u>NAME</u> | <u>ADDRESS</u> |
|--------------------|---|
| Wilbur H. Davidson | 272 Fleming Drive Green Cove Springs, FL 32043 |
| Joyce Davidson | 272 Fleming Drive Green Cove Springs, FL 32043 |

Said directors shall serve until their successors are elected at the first annual meeting of the shareholders of the corporation.

Section 3. Corporate Officers. The board of directors shall elect the following officers: President, Vice President, and Secretary, Treasurer, and such other officers as the bylaws of this corporation may authorize the directors to elect from time to time.

ARTICLE VIII. AMENDMENTS

These articles of incorporation may be amended in accordance with the Act.

ARTICLE IX. INCORPORATORS.


The name and address of the persons signing the original articles for this corporation were:

| <u>NAME</u> | <u>ADDRESS</u> |
|---|---|
| Wilbur H. Davidson a/k/a W.H. Davidson | 272 Fleming Drive Green Cove Springs, FL 32043 |
| Luke Cotney | 1233 King Street Jacksonville, FL |
| Hugh Cotney | 1233 King Street Jacksonville, FL |

ARTICLE X. AMENDMENT AND RESTATEMENT

This Amendment and Restatement of the Articles of Incorporation require the approval of the sole shareholder of the corporation, Wilbur H. Davidson, as Trustee of the Wilbur H. Davidson Living Trust.

IN WITNESS WHEREOF, pursuant to F.S. 607.1007 (1995), the undersigned Sole Shareholder and Directors by their unanimous joint action adopted and signed these Amended and Restated Articles of Incorporation for the corporation on April 10, 1997, superseding the original articles of incorporation filed for the corporation.



Wilbur H. Davidson, as Trustee
of the
Wilbur H. Davidson Living Trust,
Sole Shareholder



Wilbur H. Davidson,
Director



Joyce Davidson,
Director

CERTIFICATE OF CORPORATION AS TO AMENDED AND
RESTATED ARTICLES OF INCORPORATION

The undersigned President, Director and sole Shareholder for the corporation hereby certify that these Amended and Restated Articles of Incorporation for the corporation were adopted by the unanimous written consent of the Directors and of the sole Shareholder of the corporation, on April 10, 1997.



Wilbur H. Davidson, President
and Director, and as
Trustee for the Wilbur H. Davidson
Living Trust, Sole Shareholder

Attest:



Wilbur H. Davidson, Secretary

CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT

Pursuant to Sections 48.091 and 607.0501(3), Florida Statutes (1995), the following is submitted:

Davidson Ventures, Inc., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the County of Clay, State of Florida, has named as its agent to accept service of process within this State:

Grady H. Williams, Jr., Esq.
1279 Kingsley Avenue, Suite 117
Orange Park, FL 32073


ACKNOWLEDGEMENT:

Having been named as Registered Agent to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of the Act. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Grady H. Williams, Jr.

STATE OF FLORIDA
COUNTY OF CLAY

The foregoing instrument was acknowledged before me this 11th day of April, 1997, by Grady H. Williams, Jr., who is personally known to me.


Notary Public

My Commission Expires:

